

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/
Form 424B3
December 28, 2016

Rule 424 (b) (3)
Registration No. 333-199914

CALCULATION OF REGISTRATION
FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee(1)(2) |
|---|---|--|
| Subordinated Debt Securities | \$50,000.00 | \$5.04 |

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

(2) The amount in this column has been transmitted to the SEC in connection with the securities offered by means of this pricing supplement.

TRADE DATE: December 28, 2016
PRICING SUPPLEMENT NO. 702
DATED December 28, 2016
TO PROSPECTUS SUPPLEMENT
DATED November 10, 2014
AND BASE PROSPECTUS DATED
November 6, 2014

NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE
CORPORATION (“National Rural”)

MEMBER CAPITAL SECURITIES

Principal Amount: \$50,000.00

Issue Price: 100% of
Principal
Amount

Original Issue Date: 01/03/2017

Maturity Date: 01/03/2047

Interest Rate: 5.00%

Regular Record Dates: Each
March
15 and
September
15

Interest Payment Dates: Each
April 1
and
October
1

First Coupon Date: 04/01/2017

Product Ranking: Subordinate to all
existing and future
senior indebtedness
of National Rural
and all existing
subordinated
indebtedness of
National Rural that
is held by or
transferable by
non-members of
National Rural.

Optional Redemption Redeemable at the
option of National
Rural, in whole or in
part, at any time
after
January 3, 2027 at a
redemption price
equal to 100% of the
principal amount to
be
redeemed together
with accrued and
unpaid interest, if
any, to the
redemption date.

Option to Extend Interest Payment Period: National Rural will
have the right to
extend the interest
payment period to a
period not

exceeding 10 consecutive semi-annual interest payment periods. At the end of a deferral period, National Rural must pay all interest then accrued and unpaid together with interest thereon at the same rate as specified for the securities.

Restrictions on Transfer: The securities can only be sold or transferred to other National Rural voting members upon the written consent of National Rural.

Agent's Commission: None

Form of Note: (Book-Entry or Certificated) Certificated

Denominations / Multiples: \$25,000 / \$5,000

Listing: None

Member Capital Securities may be issued by the Company in an unlimited aggregate principal amount.

Validity of the Member Capital Security

In the opinion of Hogan Lovells US LLP, as counsel to the Company, when the notes offered by this pricing supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture, and delivered against payment as contemplated herein, such notes will constitute valid and binding obligations of the Company, subject to bankruptcy, insolvency, reorganization, receivership, moratorium and other laws affecting creditors' rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers), and by the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the applicable agreements are considered in a proceeding in equity or at law).

This opinion is based as to matters of law solely on applicable provisions of the following, as currently in effect: (i) the District of Columbia Cooperative Association Act, as amended (the "Cooperative Association Act") and (ii) the laws of the State of New York (but not including any laws, statutes, ordinances, administrative decisions, rules or regulations of any political subdivision below the state level). In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and its authentication of the notes and the validity, binding nature and enforceability of the indenture with respect to the trustee, all as stated in the letter of such counsel dated November 10, 2014, which has been filed as an exhibit to a Current Report on Form 8-K by the Company on November 10, 2014.